

**Amended and Restated Bylaws of Foundation for
Earth Science Information Partners
Restated as of December 02, 2016**

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Amended and Restated Bylaws of
FEDERATION OF EARTH SCIENCE INFORMATION PARTNERS
a District of Columbia Nonprofit Corporation

ARTICLE 1
OFFICES

1.1. PRINCIPAL OFFICE

The Corporation shall have a principal office at which it shall maintain its official records and transact other business. The principal office shall be located at a place as determined by the Board of Directors in or outside the State of District of Columbia.

1.2. OTHER OFFICES

The Corporation may also have other offices in and outside of District of Columbia as the Board of Directors may determine.

ARTICLE 2
PURPOSES

2.1. OBJECTIVES AND PURPOSES

The primary purpose of this Corporation is as set forth in the Corporation's Articles of Incorporation. The Corporation's purposes may be amended exclusively by an amendment to the Articles of Incorporation as set forth in Section 11.3.1.

ARTICLE 3
MEMBERS

3.1. QUALIFICATION AND CLASSES OF MEMBERSHIP

- 3.1.1. The Corporation shall have voting members, all of which shall be organizations. From time to time at its discretion, the Board may determine qualifications for one or more categories of membership. All members shall have the same voting rights.
- 3.1.2. In addition, the Corporation may have one or more categories of nonvoting associates (who may be referred to as members) as determined from time to time by the Board.
- 3.1.3. Unless otherwise specifically set forth, throughout these bylaws, the terms "member" and "member organization" (which may be used interchangeably), and all rights and benefits afforded members, refers solely to member organizations (as described by Section 3.1.1.) having the right to vote on matter set before the membership.

3.2. RIGHTS OF MEMBERSHIP

All member organizations in good standing shall have the right to vote, as set forth in these bylaws, on the election of directors, the disposition of all or substantially all of the assets of the Corporation, any merger and its principal terms and any amendment of those terms, any election to dissolve the Corporation, and all rights afforded members under the District of Columbia Nonprofit Corporation Act (the "Act"). Each member shall appoint a representative (each, a "Member Representative") who shall have the exclusive right to cast his or her respective member's votes on all matters set before the membership.

3.3. MEMBERS IN GOOD STANDING

Members who are not suspended shall be members in good standing.

3.4. NON-LIABILITY OF MEMBERS

Member organizations shall not, as such, be organizationally liable, a Member Representatives shall not be personally liable for the acts, debts, liabilities, or obligations of the Corporation.

3.5. RESIGNATION OF MEMBERSHIP

A member may resign from membership at any time.

3.6. TERMINATION OF MEMBERSHIP

A membership shall terminate on occurrence of any of the following events:

- 3.6.1. The member organization's failure to remain an active member based on the definition of active member in the Policies and Procedures Document;
- 3.6.2. Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or
- 3.6.3. Termination of membership under Section 3.7 of this Article based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the Corporation, or has engaged in conduct materially and seriously prejudicial to the Corporation's purposes and interests.

3.7. PROCEDURES FOR TERMINATION AND SUSPENSION OF MEMBERSHIP

If grounds appear to exist for suspending or terminating a member under Section 3.7 of this Article, the following procedure shall be followed:

- 3.7.1. The Board shall give the member at least 30 days' prior notice of the proposed suspension or termination and the reasons for the proposed suspension or termination. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall

be sent by priority or registered mail to the member's last address as shown on the Corporation's records.

- 3.7.2. The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed suspension or termination. The hearing shall be held, or the written statement considered, by the Board or by a committee or person authorized by the Board to determine whether the suspension or termination should occur.
- 3.7.3. Notwithstanding anything to the contrary, the Board may adopt rules that immediately suspend a member's rights of membership if such member violates the ESIP Code of Conduct as described in the Policies and Procedures Document.

3.8. TRANSFER OF MEMBERSHIP

No membership or right arising from membership shall be transferred.

3.9. MEETINGS OF MEMBERS

- 3.10.1. For purposes of those bylaws, the term "members' business meeting" shall mean a "meeting of members" as that term is used in the Act.
- 3.10.2. The corporation's Winter Meeting and Summer Meetings are not "meetings of members" as that term is used in the Act. Member's business meetings may take place concurrent with the Winter and Summer Meetings.
- 3.10.3. An annual members' business meeting shall be held in the month of January of each year at the regularly scheduled Winter meeting unless the Board fixes another date or time and so notifies members as provided in Section 3.11 of this Article. At the annual meeting, directors shall be elected and other proper business may be transacted, subject to Section 3.11 of this Article.

3.10. SPECIAL MEETINGS

- 3.10.4. The Board, the Chairman of the Board, or 10 percent or more of the voting power of the members, may call a special members' business meeting for any lawful purpose at any time.
- 3.10.5. A special members' business meeting called by any member entitled to call a meeting (other than the Board) pursuant to Section 3.10.1 shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the Chairman, any Vice Chairman or the Secretary of the Corporation. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, stating that a meeting will be held at a specified time and date fixed by the Board.
- 3.10.6. No business other than the business that was set forth in the notice of the meeting may be transacted at a special meeting.

3.11. NOTICE OF MEETINGS

- 3.11.1. Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given to each member entitled to vote at that meeting. The notice shall specify the place, date and time of the meeting. For the annual meeting, the notice shall state the matters that the Board, at the time notice is given, intends to present for action by the members. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given.
- 3.11.2. Approval by the members of any of the following proposals, other than by unanimous approval of those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:
 - 3.11.2.1. Removing a director;
 - 3.11.2.2. Filling vacancies on the Board;
 - 3.11.2.3. Amending the Articles of Incorporation;
 - 3.11.2.4. Electing to wind up and dissolve the Corporation;
 - 3.11.2.5. Approving a plan of merger; or
 - 3.11.2.6. Approving a membership exchange.
- 3.11.3. Notice of any members' business meeting shall be in writing and shall be given at least 10 but no more than 60 days before the meeting date. The notice shall be given either personally, or by first class, registered, or certified mail, electronic transmission, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address or email address of that member as it appears on the books of the Corporation or at the address given by the member to the Corporation for purposes of notice. Provided, however, that any member may revoke authorization to receive notices from the Corporation by email. Such revocation shall be deemed to occur if:
 - 3.11.3.1. The Corporation is unable to deliver two consecutive notices or other communications to the member sent by email, or
 - 3.11.3.2. The secretary or any other person responsible for giving notice via email becomes aware of the inability of the member to receive emails.

3.12. RECORD DATE

- 3.12.1. For purposes of establishing the members entitled to receive notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights in any lawful action, the Board of Directors may, in advance, fix a record date. The record date for the following actions will be fixed as follows:
 - 3.12.1.1. Sending notice of a meeting shall be no more than 60 nor less than 10 days before the date of the meeting;
 - 3.12.1.2. Voting at a meeting shall be no more than 70 days before the date of the meeting;
 - 3.12.1.3. Voting by written ballot shall be no more than 70 days before the day on which the first written ballot is mailed or solicited; and
 - 3.12.1.4. Taking any other action shall be no more than 70 days before that action.
- 3.12.2. If not otherwise fixed by the Board, the record date for determining members entitled to receive notice of a members' business meeting shall be the next business day preceding the day on which notice is given or, if notice is waived, the next business day preceding the day on which the meeting is held. If not otherwise fixed by the Board, the record date for determining members entitled to vote at the meeting shall be the day on which the meeting is held.
- 3.12.3. If not otherwise fixed by the Board, the record date for determining members entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited.
- 3.12.4. If not otherwise fixed by the Board, the record date for determining members entitled to exercise any rights with respect to any other lawful action shall be the date on which the Board adopts the resolution relating to that action, or the 70th day before the date of that action, whichever is later.
- 3.12.5. For purposes of Section 3.19 of this Article, a person holding a membership at the close of business on the record date shall be a member of record.
- 3.12.6. A determination of members entitled to notice of or to vote at a meeting of the members shall be effective for any adjournment of the meeting unless the Board of Directors fixes a new record date, which it shall do if the meeting is adjourned to a date more than 120 days after the date fixed for the original meeting.
- 3.12.7. If a court orders a meeting adjourned to a date more than 120 days after the date fixed for the original meeting, it may provide that the original record date continues in effect or it may fix a new record date.

3.13. MEMBERS LIST FOR MEETINGS

- 3.13.1. After fixing a record date for a meeting, the Corporation shall prepare an alphabetical list of the names of all its members that are entitled to notice of that meeting of the members.

The list shall show the address of and number of votes each member is entitled to cast at the meeting.

- 3.13.2. The list of members shall be available for inspection by any member, beginning two business days after notice of the meeting is given for which the list was prepared and continuing through the meeting, at the Corporation's principal office or at a place identified in the meeting notice in the city where the meeting will be held.
- 3.13.3. Refusal or failure to prepare or make available the list of members shall not affect the validity of action taken at the meeting.

3.14. QUORUM

The Member Representatives present at any duly held members' business meeting shall constitute a quorum for the transaction of business at said members' business meeting. Attendance for the purpose of establishing a quorum shall be made in person or via teleconference by a Member Representative, provided that any meeting held by teleconference must allow Member Representatives the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the members, pose questions, and make comments.

3.15. VOTING

- 3.14.1. Subject to the Act, all members in good standing on the record date shall be entitled to vote at any members' business meeting.
- 3.14.2. The Member Representative of each member entitled to vote may cast one vote on each matter submitted to a vote of members.
- 3.14.3. Voting may be by voice or by ballot, except that any election of directors must be by ballot if demanded before the voting begins by any member eligible to vote at the meeting. The Board may provide for members to vote by ballot via electronic mail (i.e., email) or electronic message board or network, but only as follows:
 - 3.14.3.1. Member Representatives may vote via email when their email is directed to the email address that the Corporation has provided from time to time to members for sending such communications to the Corporation.
 - 3.14.3.2. Member Representatives may vote via electronic message board or network that the Corporation has designated for those communications, and which transmission shall be validly delivered upon the posting.
 - 3.14.3.3. Voting via email, electronic message board and network shall only be permitted and valid if the Corporation has placed in effect reasonable measures to verify that the sender is the member purporting to send the transmission and that creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

3.14.3.4. The Corporation may not send a ballot by email if the authority to communicate with the member has been revoked as set forth in Section 3.11.3.

3.15.4. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote, and voting on the matter, shall be deemed the act of the members unless the vote of a greater number is required by the Act, these bylaws, or the Articles of Incorporation.

3.16. WAIVER OF NOTICE

3.16.1. The transaction of any members' business meeting, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after standard call and notice if:

3.16.1.1. A quorum is present, and

3.16.1.2. Either before or after the meeting, each member entitled to vote, not present in person, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent or approval need not specify either the business to be transacted or the purpose of the meeting except that, if action is taken or proposed to be taken for approval of any matter specified in Section 3.11.2 of this Article, the waiver of notice, consent or approval shall state the general nature of the proposal. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

3.16.2. A member's attendance at a meeting shall constitute a waiver of notice of that meeting unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if the objection is expressly made at the meeting.

3.17. ACTIONS BY UNANIMOUS WRITTEN CONSENT

Any action required or permitted to be taken by the members may be taken without a meeting if all members consent in writing to the action. The written consent or consents shall be filed with the minutes of the meeting. The action by written consent shall have the same force and effect as a unanimous vote of the members.

3.18. ACTION BY WRITTEN BALLOT

3.18.1. Any action that may be taken at any annual, regular, or special meeting of members may be taken without a meeting if the membership corporation delivers a ballot to every member entitled to vote on the matter.

3.18.2. A ballot shall:

- 3.16.2.1. Set forth each proposed action;
 - 3.16.2.2. Be in the form of a record;
 - 3.16.2.3. Set forth each proposed action;
 - 3.16.2.4. Provide an opportunity to vote for, or withhold a vote for, each candidate for election as a director; and
 - 3.16.2.5. Provide an opportunity to vote for or against each other proposed action.
- 3.18.3. Approval by ballot pursuant to this section of action other than election of directors shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.
- 3.18.4. All solicitations for votes by ballot shall:
- 3.16.2.6. Indicate the number of responses needed to meet the quorum requirements;
 - 3.16.2.7. State the percentage of approvals necessary to approve each matter other than election of directors; and
 - 3.16.2.8. Specify the time by which a ballot must be received by the membership corporation in order to be counted.
- 3.18.5. A ballot shall not be revoked.

3.19. ADJOURNMENT AND NOTICE OF ADJOURNED MEETINGS

Any members' business meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting. When a members' business meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment, a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting the Corporation may transact any business that might have been transacted at the original meeting.

ARTICLE 4
DIRECTORS, ELECTION AND REMOVAL

4.1. POWERS

The Corporation shall have a Board of Directors (referred to, in these bylaws, as the "Board"). The activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board, acting as a body. The Board may delegate the management of the activities of the Corporation to any person or persons, management company, or committee however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

4.2. NUMBER AND CLASSES

4.2.1. There shall be two classes of directors, known as "Plenary Directors" and "At Large Directors." The Board shall have not less than nine directors (six of whom being Plenary Directors as set forth below) nor more than 15 directors. The precise number of directors shall be fixed within these limits by an affirmative vote of a majority of the directors then in office. The authorized number of directors at the time of adoption of these amended and restated bylaws is nine.

4.2.2. The Plenary Directors are the President, Vice-President, Partnership Committee Chair, Nomination Committee Chair, Finance Committee Chair and Governance Committee Chair. In addition to their duties and obligations as directors, the Plenary Directors shall have the duties set forth below and such other duties as set forth in the Policies and Procedures Document:

4.2.2.1 The President presides over all meetings of members (including members' business meetings and the Winter and Summer Meetings, but not Board meeting) and any other public meetings of the corporation, and chairs the Program Committee.

4.2.2.2 The Vice-President serves the duties of the President in the President's absence or in ability to serve.

4.2.2.3 The committee chairs lead the respective advisory committees. The responsibilities of the advisory committees are determined by the Board as set forth in the Policies and Procedures Document.

4.3. ELECTION AND TERM OF OFFICE OF DIRECTORS

4.3.1. Plenary Directors shall be elected at each annual members' business meeting to terms of one year.

4.3.2. At Large Directors shall be elected to terms of office of two years; provided, however, that at the first annual members' business meeting following adoption of these Amended and Restated Bylaws, one At Large Director shall be elected to an initial term of one year and two shall be elected to an initial term of two years. Following the expiration of these initial terms, the terms of office of At Large Directors subsequently elected shall be two years. At all times, the number of At Large Directors designated for each term shall be equal to two or as equal as possible to two if the number of authorized directors is not evenly divisible by two.

- 4.3.3. All terms of office of directors shall run from the date of the annual members' business meeting at which the Director was elected until the date of the annual members' business coinciding with the conclusion of their respective term of office. Directors shall be elected at each annual meeting to fill those terms that expire at that annual meeting. If the directors are not elected at an annual meeting at which elections are to be held per these bylaws, they may be elected at any other regular meeting or at any special meeting held for that purpose (which need not be the exclusive purpose of that meeting).
- 4.3.4. Each director, including a director elected to fill a vacancy or elected at a special meeting, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.

4.4. NOMINATIONS

Qualified candidates for election to the Board shall be nominated as described in the Policies and Procedures Document.

4.5. REMOVAL OF DIRECTORS

- 4.5.1. The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under the Act.
- 4.5.2. A director may be removed with or without cause by the vote of a majority of the members present and voting, provided that such action is taken at a meeting of the Board called expressly for that purpose.
- 4.5.3. The Superior Court may remove a director from office in a proceeding commenced by or in the right of the Corporation to the extent permitted by Section 29–406.09 of the Act.

4.6. VACANCIES

- 4.6.1. Vacancies on the Board shall exist:
- 4.6.1.1. On the death or resignation of any director;
 - 4.6.1.2. Whenever the number of authorized directors is increased;
 - 4.6.1.3. Upon a failure of the members, at any members' business meeting at which any director or directors are to be elected, to elect the number of directors required to be elected at that meeting;
 - 4.6.1.4. On the vote of the members to remove any director(s); or
 - 4.6.1.5. On the declaration by Board resolution of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 29–406 *et seq.* of the Act.

- 4.6.2. Any director may resign effective upon giving written notice to the Chairman or the Secretary. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- 4.6.3. A reduction of the number of authorized directors shall be effective only upon the expiration of the then current directors' terms of office or upon the occurrence of any other vacancy in the Board, unless the reduction or the amendment also provides for the removal of one or more specified directors.
- 4.6.4. Except for a vacancy resulting from an increase in the number of directors, vacancies on the Board shall be filled by a vote of the members during the first three months after the vacancy occurs.
- 4.6.5. A person elected to fill a vacancy as provided by this Section shall hold office until the next election of the Board or until his or her death, resignation or removal from office.

ARTICLE 5

DIRECTOR DUTY OF CARE AND CONDUCT

5.1. DUTY OF CARE AND LOYALTY

- 5.1.1. It is the obligation of each director of the Corporation to perform his or her duties in good faith, in a manner such director believes to be in the best interests of the Corporation and with such care that a person in a like position would reasonably believe appropriate under similar circumstances.
- 5.1.2. In discharging Board or committee duties a director shall disclose, or cause to be disclosed, to the other directors or committee members information not already known by them but known by the director to be material to the discharge of their decision making or oversight functions, except that disclosure is not required to the extent that the director reasonably believes that doing so would violate a duty imposed by law, a legally enforceable obligation of confidentiality, or a professional ethics rule.
- 5.1.3. In discharging Board or committee duties, a director who does not have knowledge that makes reliance unwarranted may rely on the performance by any of the persons (set forth in section 5.1.5) to whom the Board may have delegated, formally or informally by course of conduct, the authority or duty to perform one or more of the Board's functions that are delegable under applicable law.
- 5.1.4. In discharging Board or committee duties a director who does not have knowledge that makes reliance unwarranted may rely on information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by any of the persons specified in section 5.1.5 of this section.
- 5.1.5. A director may rely, in accordance with sections 5.1.3 or 5.1.4, on:

- 5.1.5.1. One or more officers, employees, or volunteers of the nonprofit corporation whom the director reasonably believes to be reliable and competent in the functions performed or the information, opinions, reports, or statements provided;
- 5.1.5.2. Legal counsel, public accountants, or other persons retained by the Corporation as to matters involving skills or expertise the director reasonably believes are matters:
 - 5.1.5.2.1. Within the particular person's professional or expert competence; or
 - 5.1.5.2.2. As to which the particular person merits confidence; or
- 5.1.5.3. A committee of the Board of which the director is not a member if the director reasonably believes the committee merits confidence;

5.2. GENERAL DUTIES

- 5.2.1. It is the duty of each director to:
 - 5.2.1.1. Perform any and all duties imposed on him or her individually, or collectively upon the Board, by law, by the Articles of Incorporation of this Corporation, or by these bylaws; and
 - 5.2.1.2. Register his or her addresses, phone number and primary email address with the Secretary of the Corporation. Notices of meetings delivered or telephoned to a director at such address shall be valid notices. Notices of meetings delivered by phone (including a voice messaging system), email or by other electronic means shall be valid notices thereof if, prior to delivery of the notice, the director has given his or her consent to receive notice by such means.
- 5.2.2. It is the duty of the Board to:
 - 5.2.2.1. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe and supervise the duties and fix the compensation, if any, of all officers, agents and employees of the Corporation;
 - 5.2.2.2. Meet at such times and places as required by these bylaws.

5.3. CONFLICTING INTEREST TRANSACTIONS

- 5.2.3. The Corporation shall not enter into any contract or transaction, directly or indirectly, with one or more of its members, directors, members of a designated body, or officers or between a nonprofit corporation and any other entity in which one or more of its directors, members of a designated body, or officers are directors or officers, hold a similar position, or have a financial interest, unless:
 - 5.3.1.1. The material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors and the Board in good faith authorizes the contract or transaction by the affirmative votes of a

majority of the disinterested directors even though the disinterested directors are less than a quorum;

5.3.1.2. The material facts as to the relationship or interest of the member, director, or officer and as to the contract or transaction are disclosed or are known to the members entitled to vote thereon, if any, and the contract or transaction is specifically approved in good faith by vote of those members; or

5.3.1.3. The contract or transaction is fair as to the Corporation as of the time it is authorized, approved, or ratified by the Board of Directors or the members.

5.3.2. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board that authorizes a contract or transaction specified in subsection (a) of this section.

5.4. COMPENSATION

Directors shall serve without compensation. Directors and other disqualified persons may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 5.2 of this Article. Directors may be compensated for rendering services to the Corporation in any capacity other than director only if such other compensation is reasonable, allowable and has been authorized under the provisions of Section 5.3.

5.5. LOANS TO OFFICERS OR DIRECTORS

The Corporation shall not make any loan of money or property to or guarantee the obligation of any director or officer; provided, however, that the Corporation may advance money to a director or officer of the Corporation or of its parent or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or director, provided that in the absence of such advance, such director or officer would be entitled to be reimbursed for such expenses by such Corporation, its parent, or any subsidiary.

5.6. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No director, officer, employee, or other person connected with this Corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation; provided, however, that this provision shall not prevent payment to any such person for reasonable compensation for services performed for the Corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these bylaws and is fixed by resolution of the Board; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Corporation.

5.7. NON-LIABILITY OF DIRECTORS

The directors shall not be liable to the nonprofit corporation for any debts, liabilities, or other obligations of the Corporation, unless the party asserting liability in a proceeding establishes that the challenged conduct of the director consisted or was the result of:

- 5.7.1. Action not in good faith;
- 5.7.2. A decision which the director did not reasonably believe to be in the best interests of the Corporation;
- 5.7.3. A decision as to which the director was not informed to an extent the director reasonably believed appropriate in the circumstances;
- 5.7.4. A lack of objectivity due to the director's conflict of interest;
- 5.7.5. A sustained failure of the director to devote attention to ongoing oversight of the activities and affairs of the Corporation; or
- 5.7.6. Any other reason set forth in Section 29 406.31 of the Act.

5.8. INSURANCE FOR CORPORATE AGENTS

The Board may authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability asserted against or incurred by him that arises out of such person's status as a director, officer, employee, or agent or out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability under law.

5.9. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

- 5.9.1. The Corporation may indemnify any person who is or was a director, officer, employee or agent of the Corporation to the extent permitted by Section 29 406.50 *et seq* of the Act.
- 5.9.2. In no case, however, shall the Corporation indemnify, reimburse or insure any person for any taxes imposed on such individual under chapter 42 of the Internal Revenue Code, as now in effect or may hereafter be amended (the "Code"). Further, if at any time the Corporation is deemed to be a private foundation within the meaning of section 509 of the Code, then during such time, no payment shall be made under this Section if such payment would constitute on act of self-dealing or a taxable expenditure, as defined in section 4941(d) or 4945(d) of the Code. Moreover, the Corporation shall not indemnify, reimburse or insure any person in any instance where such indemnification, reimbursement or insurance is inconsistent with section 4958 of the Code or any other provision of the Code applicable to corporations described in section 501(c)(3) of the Code.

ARTICLE 6 MEETINGS OF THE BOARD

6.1. REGULAR AND ANNUAL MEETINGS

- 6.1.1. Regular meetings of the directors shall be held two times per year at a place and time to be determined by the Board. The winter regular meeting of the year shall be the annual meeting.

- 6.1.2. At the annual meeting the Board shall undertake the election of officers and the transactions of other business.

6.2. SPECIAL MEETINGS

Special meetings of the Board may be called by the Chairman, a Vice Chairman, the Secretary, or by any two directors, and such meetings shall be held at the place, within or outside the State of District of Columbia, designated by the person or persons calling the meeting, or in the absence of such designation, at the principal office of the Corporation.

6.3. MINUTES

- 6.2.1. The Board shall be responsible for recording, approving and maintaining minutes of the proceedings of the meeting of the Board, of committees of the Board and, if the Corporation has members, of meetings of the members. The Secretary shall take the minutes of Board and members' business meetings. In the event the Secretary is not in attendance at a meeting, and at all committee meetings, the chair of such meeting shall designate a person to record the minutes of the meeting.
- 6.2.2. A book of minutes of all meetings, proceedings and actions of the Board and of committees of the Board must be maintained at the Corporation's principal office or at such other place as the Board may direct. The minutes of meetings must include: the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; how notice was given and to whom; the names of the persons present at the Board and committee meetings; the actions taken and decisions made by the Board at that meeting, including the number of votes for, against and in abstention of each such action or decision, and may include how each director voted on such action or decision. The book of minutes may be maintained in electronic form provided that they can be printed at any time.

6.4. PLACE OF MEETINGS

- 6.4.1. Meetings of the Board may be held at any place within or outside District of Columbia that has been designated by resolution of the Board or in the notice of the meeting, or if not so designated, at the principal office of the Corporation.
- 6.4.2. Any director may participate in a meeting, and any meeting of the Board may be held by, conference telephone, video screen or other transmission, provided the requirements specified below are met. A director who participates in a meeting by such means shall be considered present in person for that meeting.
- 6.4.2.1. In the case of a meeting held by conference telephone or video screen, all directors participating in the meeting are able to hear one another.
- 6.4.2.2. In the case of other electronic transmission,
- 6.4.2.2.1. Each director participating in the meeting can communicate with all other members concurrently, and
- 6.4.2.2.2. Each director is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose or to

interpose an objection to a specific action to be taken by the Corporation.

6.5. NOTICE OF MEETINGS

6.5.1. Notices of Board meetings are valid if made by:

- (i) First class mail, postage prepaid;
- (ii) Personal delivery of a written notice;
- (iii) Delivery by overnight courier or private delivery service that can be and is confirmed;
- (iv) Telephone, including a voice messaging system or other technology designed to record and communicate messages, either directly to the director or to a person at the director's office or home who would reasonably be expected to communicate that notice promptly to the director;
- (v) Email; or
- (vi) Other electronic means.

6.5.2. Notice of regular meetings need not be given if fixed by a resolution of the Board that is noted in minutes distributed to all directors. Otherwise, notice of regular meetings will be valid if made no less than 14 days prior to the date of the meeting. Notice of special meetings shall be given seven days before the time set for the meeting, if practical, but in no event less than 24 hours prior to the date and time of the meeting.

6.5.3. All notices of Board meetings shall be given or sent to the director's address, telephone number or email address as shown on the Corporation's records.

6.5.4. Notice of the time and place of holding an adjourned regular or special meeting shall be given to directors who were absent from the original meeting.

6.6. CONTENTS OF NOTICE

Notice of meetings not herein dispensed with shall specify the place (if other than the Corporation's principal office), day and hour of the meeting. Notice of special meetings must set forth the purpose of the meeting and no business other than that set forth in the notice may be conducted at that meeting.

6.7. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

6.7.1. Notice of a meeting of the Board need not be given to any director who:

6.7.1.1. Either before or after the meeting:

- 6.7.1.1.1. Signs a waiver of notice;
- 6.7.1.1.2. Signs a written consent to the holding of the meeting;
- 6.7.1.1.3. Approves of the minutes of the meeting; or

6.7.1.2. Attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of proper notice to him or her.

- 6.7.2. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

6.8. QUORUM FOR MEETINGS

- 6.8.1. A majority of the directors then in office shall constitute a quorum for the transaction of any business except adjournment.
- 6.8.2. If during a meeting at which a quorum was initially present some directors leave rendering the meeting without a quorum, the Board or committee may continue to transact business so long as any action taken or decision made is approved by at least the number of directors required to take action if a quorum were present.
- 6.8.3. Except as otherwise provided in these bylaws (including, without limitation, Subsection 6.8.2, above) in the Corporation's Articles of Incorporation, or by law, no business shall be considered by the Board at any meeting at which a quorum, as defined above, is not present. The only motion which is permitted at a meeting at which a quorum is not initially present is a motion to adjourn. A majority of the directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.

6.9. MAJORITY ACTION AS BOARD ACTION

The Board may act by approving a resolution properly set before the Board by the affirmative vote of a majority of the directors present at a duly held meeting at which a quorum is present (subject to the more stringent provisions of these bylaws or the Act including, without limitation, provisions relating to (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (ii) approval of certain transactions between corporations having common directorships, (iii) creation of, and appointment to, committees of the Board, and (iv) indemnification of directors).

6.10. CONDUCT OF MEETINGS

The Chairman of the Corporation shall preside at meetings of the Board or, in his or her absence, the Vice Chairman of the Corporation or, in the absence of each of these persons, a person chosen by a majority of the directors present at the meeting. The Secretary of the Corporation shall act as Secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

6.11. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the Board may be taken without a meeting if each director signs a consent in the form of a record describing the action to be taken and delivers it to the Corporation.

ARTICLE 7 OFFICERS

7.1. NUMBER OF OFFICERS

The officers of the Corporation shall be a Chairman, a Secretary, and a Treasurer. The Corporation may also have, as determined by the Board, one or more Assistant Vice Chairmen, Assistant Secretaries, Assistant Treasurers, or other officers. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the Chairman.

7.2. QUALIFICATION

Any director may serve as an officer of this Corporation. Except those officers appointed in accordance with the provisions of Section 7.4 of this Article, officers shall be elected by the Board at the annual meeting of the Board, and shall serve at the pleasure of the Board, subject to the rights of any officer under any employment contract. Each officer shall hold office for renewable terms of one year.

7.3. ELECTION AND TERM OF OFFICE

Except those officers appointed in accordance with the provisions of Section 7.4 of this Article, officers shall be elected by the Board at the annual meeting, and shall serve at the pleasure of the Board, subject to the rights of any officer under any employment contract. Each officer shall hold office for renewable terms of one year.

7.4. SUBORDINATE OFFICERS

The Board may appoint, and may authorize the Chairman to appoint, such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board.

7.5. REMOVAL AND RESIGNATION

- 7.5.1. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, either with or without cause, by the Board, at any regular or special meeting of the Board, or by an officer on whom such power of removal may be conferred by the Board.
- 7.5.2. Any officer may resign at any time by giving written notice to the Board or to the Chairman. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board relating to the employment of any officer of the Corporation.

7.6. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board. In the event of a vacancy in any office other than that of Chairman, such vacancy may be filled temporarily by appointment by the Chairman until such time as the Board shall fill the vacancy. A person so appointed to a vacant office (whether appointed by the Chairman or elected by the Board) shall hold that office until the next annual meeting of the members or until his or her death, resignation or removal from office. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine

7.7. DUTIES OF CHAIRMAN

The Chairman is to:

- 7.6.1. At such time that the Corporation does not have an executive director, chief executive officer, general manager, or a person having the general duties of any of them, subject to the control of the Board be the chief executive officer of the Corporation;
- 7.6.2. Preside at all meetings of the Board.
- 7.6.3. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these bylaws, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board; and
- 7.6.4. Perform all other duties incident to his or her office and such other duties as may be required by the Act, by the Articles of Incorporation of this Corporation, or by these bylaws, or which may be prescribed from time to time by the Board.

7.8. DUTIES OF SECRETARY

The Secretary is to:

- 7.8.1. Certify and keep, or cause to be kept, at the principal office of the Corporation the original, or a copy, of the Articles of Incorporation and of these bylaws, as amended or otherwise altered to date;
- 7.8.2. Keep, or cause to be kept, at the principal office of the Corporation or at such other place as the Board may direct, a book of minutes of all meetings, proceedings and actions of the Board and of committees of the Board as further set forth in Section 6.3.2, and of the members;
- 7.8.3. See that all notices are duly given in accordance with the provisions of these bylaws or as required by law;
- 7.8.4. Be custodian of the records and of the seal of the Corporation, if there is a seal, and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the Corporation under its seal is authorized by law or these bylaws and by the Board;
- 7.8.5. Exhibit or cause to be exhibited at all reasonable times to any director or member of the Corporation, or to his or her agent or attorney, on request therefor, these bylaws as amended to date, the Articles of Incorporation as amended to date, the minutes of the proceedings of

the Board and committees of the Board, and the Corporation's applications for tax exemption; and

- 7.8.6. In general, perform all duties incident to the office of Secretary and such other duties as may be required by the Act, by the Articles of Incorporation of this Corporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board.

7.9. DUTIES OF TREASURER

The Treasurer is to:

- 7.9.1. Keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. Books of account shall be maintained in accordance with applicable Generally Accepted Accounting Principles;
- 7.9.2. Send, or cause to be given, to the directors and members such financial statements and reports as are required to be given by law, by these bylaws, or by the Board;
- 7.9.3. Exhibit at all reasonable times to any director of the Corporation, or to his or her agent or attorney, on request therefor, the books of account of the Corporation;
- 7.9.4. Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and (i) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board may designate, and (ii) disburse, or cause to be disbursed, the Corporation's funds as the Board may order;
- 7.9.5. Render to the Chairman and directors, whenever requested, an account of any or all of his or her transactions as Treasurer, and of the financial condition of the Corporation;
- 7.9.6. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports;
- 7.9.7. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by the Act, by the Articles of Incorporation of the Corporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board;
- 7.9.8. If required by the Board, give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the Corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer upon his or her death, resignation, retirement, or removal from office; and
- 7.9.9. Provide, or cause to be provided, to the public, all filings required to be disclosed and made generally available to the public in the form or forms required by the Internal Revenue Service and all other tax regulation and charitable solicitation regulation authorities, or by statute.

7.10. COMPENSATION

Officers shall serve without compensation.

**ARTICLE 8
COMMITTEES**

8.1 COMMITTEES

- 8.1.1. The Board may, by resolution adopted by a majority of the number of directors then in office, provided that a quorum is present, create one or more committees of the Board that exercise some authority of the Board, each consisting of one or more directors, to serve at the pleasure of the Board and have such authority as is delegated by the Board. Persons who are not directors may not serve on such committees.
- 8.1.2. In addition to such other committees the Board may establish, the Board may, by a vote of a majority of the directors, designate two or more of its members to constitute an Executive Committee, at least one of who is to be the Chairman, who shall serve as the Executive Committee's chair. The Executive Committee shall exercise the authority of the Board when the Board is not in session subject to the restrictions set forth by law and in section 8.1.5.
- 8.1.3. By a majority vote of the directors then in office, the Board may at any time revoke or modify any or all of the authority delegated to any committee of the Board, increase or decrease (but not fewer two) the number of members of any committee of the Board, and fill vacancies in any committees of the Board from the members of the Board.
- 8.1.4. All committees of the Board shall keep regular minutes of their proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.
- 8.1.5. The following powers are reserved to the Board of Directors as a whole and may not be delegated to any committees thereof:
 - 8.1.5.1. Authorizing distributions;
 - 8.1.5.2. In the case of a membership corporation, approving or proposing to members action that this chapter requires be approved by members;
 - 8.1.5.3. Filling vacancies on the Board of Directors or on any of its committees; or
 - 8.1.5.4. Adopting, amending, or repealing bylaws.

8.2 MEETINGS AND ACTIONS OF COMMITTEES

Meetings and actions of all committees shall be governed by, noticed, held and taken in accordance with the provisions of Article 6, substituting the word "committee" for "Board," and "committee

member" for "director," as context requires. Notwithstanding, the time for regular meetings of committees may be fixed by resolution of the Board or by the committee. The time for special meetings of committees may also be fixed by the Board. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

8.3 ADVISORY COMMITTEES

The Corporation shall have such other committees as may from time to time be designated by resolution of the Board. Such other committees may consist of persons who are not also members of the Board. These additional committees shall act in an advisory capacity only and shall be clearly titled as "advisory" committees.

ARTICLE 9

EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

9.1 EXECUTION OF INSTRUMENTS

Except as otherwise provided in these bylaws, the Board may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

9.2 CHECKS AND NOTES

The Board shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts and other orders for payment of money. Such authority may be general or confined to specific instances.

9.3 DEPOSITS

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

9.4 GIFTS

The Board may accept on behalf of the Corporation, any contribution, gift, bequest, or devise for the charitable or public purposes of this Corporation.

9.5 REPRESENTATION OF SHARES OF OTHER CORPORATIONS

The Chairman or any other officer or officers authorized by the Board are each authorized to vote, represent, and exercise on behalf of the Corporation all rights incident to any and all shares of any other Corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized to do so by proxy or power of attorney duly executed by said

officer. Notwithstanding the above, the Board shall vote or direct the Chairman with respect to matters involving this Corporation's membership in other nonprofit corporations.

ARTICLE 10

CORPORATE RECORDS, REPORTS AND SEAL

10.1. MAINTENANCE OF CORPORATE RECORDS

The Corporation shall keep at its principal office:

- 10.1.1. Minutes of all meetings of directors and committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof for the past three years;
- 10.1.2. A copy of the Corporation's Articles of Incorporation and these bylaws as amended to date;
- 10.1.3. Copies of all filings made to the Internal Revenue Service, the District of Columbia Department of Consumer and Regulatory Affairs, and the District of Columbia Office of Tax and Revenue that the corporation is required, by statute or regulation, to make generally available to the public;
- 10.1.4. All communications in the form of a record to members generally within the past three years, including the financial statements furnished for the past three years;
- 10.1.5. A list of the names and business addresses of its current directors and officers; and
- 10.1.6. Its most recent biennial report delivered to the Mayor under section 29 102.11 of the Act.

10.2. CORPORATE SEAL

The Board may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

10.3. DIRECTORS' INSPECTION RIGHTS

Every director shall be entitled to inspect and copy the books, records, and documents of the corporation at any reasonable time to the extent reasonably related to the performance of the director's duties as a director, including duties as a member of a committee, but not for any other purpose or in any manner that would violate any duty to the corporation or law other than this chapter.

10.4. MEMBERS' INSPECTION RIGHTS

- 10.4.1. A member of the Corporation shall be entitled to inspect and copy, during regular business hours at the Corporation's principal office, any of the records of the corporation described

listed below, if the member delivers to the corporation a signed notice in the form of a record at least five business days before the date on which the member wishes to inspect and copy, subject to Section 10.4.2. The records the member may inspect include:

- 10.4.1.1. Excerpts from any records required to be maintained under Section 10.1.1, to the extent not subject to inspection under Section 10.4.1;
 - 10.4.1.2. Accounting records of the corporation; and
 - 10.4.1.3. The membership list; provided, however, the Corporation may comply at its expense with a member's demand to inspect the record of members by providing the member with a list of members that was compiled no earlier than the date of the member's demand.
- 10.4.2. A member may inspect and copy the records described in Section 10.4.2 only if: 10.4.2.1. The member's demand is made in good faith and for a proper purpose;
- 10.4.2.1. The member describes with reasonable particularity the purpose and the records the member desires to inspect; and
 - 10.4.2.2. The records are directly connected with this purpose.
- 10.4.3. Copies under this section may be provided an electronic transmission if available and requested by the member.
- 10.4.4. The Corporation may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to the member. The charge shall not exceed the estimated cost of production, reproduction, or transmission of the records.
- 10.4.5. A member's agent or attorney shall have the same inspection and copying rights as the member.
- 10.4.6. The Corporation may, within 10 business days after receiving a demand under this Section, make a written offer of an alternative method if reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons the proposed alternative does not meet the proper purpose of the demand.
- 10.4.7. Any inspection and copying under this Section may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts. This right of inspection extends to the records of any subsidiary of the Corporation.
- 10.4.8. The right of inspection granted by this section may not be abolished or limited by a nonprofit corporation's Articles of Incorporation or bylaws.

10.5. ANNUAL FINANCIAL STATEMENTS

- 10.5.1. Upon written demand from a member, the Corporation shall furnish that member with its latest annual financial statements, which may be consolidated or combined statements of the Corporation and one or more of its subsidiaries, as appropriate, that include a balance sheet as of the end of the fiscal year and a statement of operations for the year. If financial statements are prepared for the Corporation on the basis of generally accepted accounting principles, the annual financial statements shall also be prepared on that basis. The Corporation may impose a reasonable charge for copying the report.
- 10.5.2. If the annual financial statements are reported upon by a certified public accountant, the accountant's report must accompany them. If not, the statements shall be accompanied by a statement of the Chairman or the person responsible for the Corporation's accounting records:
 - 10.5.2.1. Stating the reasonable belief of the president or other person as to whether the statements were prepared on the basis of generally accepted accounting principles and, if not, describing the basis of preparation; and
 - 10.5.2.2. Describing any respects in which the statements were not prepared on a basis of accounting consistent with the statements prepared for the preceding year.

ARTICLE 11

MISCELLANEOUS PROVISIONS

11.1. FISCAL YEAR OF THE CORPORATION

- 11.1.1. The fiscal year of the Corporation shall begin on the first day of October in each calendar year and end on the last day of the succeeding September.

11.2. AMENDMENT OF BYLAWS

- 11.2.1. Except as set forth in Section 11.2.2, the bylaws may be amended by a vote of the majority of directors when a quorum is present.
- 11.2.2. Any amendment that would do any of the following must be approved by the members:
 - 11.2.2.1. Increase quorum or voting requirements for the Board;
 - 11.2.2.2. Provide that some of the members have different rights or obligations than other members with respect to voting, dissolution, transfer of memberships or other matters;
 - 11.2.2.3. Levy dues, assessments, or fees on some or all of the members;
 - 11.2.2.4. Affect the termination or suspension of members;
 - 11.2.2.5. Authorize the purchase of memberships;

- 11.2.2.6. Require cause to remove a director or that specifies what constitutes cause to remove a director; or
- 11.2.2.7. Relates to the removal of a director who is designated in a manner other than election or appointment.
- 11.2.3. The members of each class of members shall be entitled to vote as a separate voting group on an amendment to the bylaws that would:
 - 11.2.3.1. Affect the members of that class differently than the members of another class;
 - 11.2.3.2. Effect an exchange or reclassification of all or part of the memberships of the class into memberships of another class;
 - 11.2.3.3. Effect an exchange or reclassification, or create the right of exchange, of all or part of the memberships of another class into memberships of the class;
 - 11.2.3.4. Change the rights, preferences, or limitations of all or part of the memberships of the class in a manner different than the amendment would affect another class;
 - 11.2.3.5. Change the rights, preferences, or limitations of all or part of the memberships of the class by changing the rights, preferences, or limitations of another class;
 - 11.2.3.6. Increase or decrease the number of memberships authorized for that class
 - 11.2.3.7. Increase the number of memberships authorized for another class; or
 - 11.2.3.8. Authorize a new class of memberships.
 - 11.2.3.9. Subject to any provision of law applicable to the amendment of bylaws of a District of Columbia Nonprofit Corporation, these bylaws, or any of them, may be altered, amended or repealed, and new bylaws adopted by approval of:
 - 11.2.3.10. A majority of directors then currently in office; or
 - 11.2.3.11. A majority of the members represented and voting.
- 11.2.4. Subject to the members' rights under these bylaws and the limitations set forth below, the Board may adopt, amend or repeal the bylaws unless doing so would materially and adversely affect the members', or a class or classes of members' rights, as to voting, dissolution, redemption or transfer. The Board may not extend a director's term beyond that for which the director was elected.
- 11.2.5. If any provision of these bylaws requires the vote of a larger proportion of the Board than is otherwise required by law, that provision may not be altered, amended or repealed except by that greater vote.

11.3. AMENDMENT OF ARTICLES OF INCORPORATION

11.3.1. The Articles of Incorporation shall be amended in the following manner:

11.3.1.1. Except as pursuant to Section 11.3.3, the proposed amendment shall be adopted by the Board;

11.3.1.2. The Board shall transmit to the members a recommendation that the members approve the amendment, unless the Board makes a determination that because of conflicts of interest or other special circumstances, it should not make such a recommendation, in which case the Board must transmit to the members the basis for that determination.

11.3.1.3. The Board may condition its submission of the amendment to the members on any basis.

11.3.1.4. An amendment may be proposed by 10% or more of the members entitled to vote on the amendment or by such greater or lesser number of members as is specified in the articles. Sections 11.3.1.1 through 11.3.1.3 shall not apply to an amendment proposed by the members under this paragraph.

11.3.1.5. If the amendment is required to be approved by the members, and the approval is to be given at a meeting, the Corporation shall give notice to each member entitled to vote on the amendment of the meeting of members at which the amendment is to be submitted for approval. The notice shall state that the purpose, or one of the purposes, of the meeting is to consider the amendment and shall contain or be accompanied by a copy of the amendment.

11.3.1.6. The amendment shall be adopted by approval of a majority of the Member Representatives voting at a meeting at which a quorum exists.

11.3.2. The Board of directors may adopt amendments to the Articles of Incorporation without approval of the members to:

11.3.2.1. Change the designation of registered agent;

11.3.2.2. Change the corporation name by substituting or deleting the word "corporation," "incorporated," "company," "limited," or the abbreviation "corp.," "inc.," "co.," or "Ltd.," for a similar word or abbreviation in the name; or

11.3.2.3. Restate without change all of the then operative provisions of the Articles.

11.3.3. The Board may restate its articles of incorporation at any time, without approval by the members or any other person, to consolidate all amendments into a single document without substantive change. The restated articles shall be delivered to the Mayor of the District of Columbia for filing articles of amendment, including a statement that the articles of amendment are a restatement that consolidates all amendments into a single record.

Duly adopted restated articles of incorporation shall supersede the original articles of incorporation and all amendments thereto.

11.4. CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Act shall govern the construction of these bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, the term “person” includes both the Corporation and a natural person, and vice versa. All references to statutes, regulations and laws shall include any future statutes, regulations and laws that replace those referenced.

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Amended and Restated Bylaws of Foundation for Earth Science Information Partners and that such Bylaws were duly adopted by the members and the Board of Directors of said Corporation on the date set forth below.

Dated: _____

Ruth Duerr, Secretary